

PRAKASH
Constrowell Limited

Concrete Values. Concrete Solutions.

Ref. No.: PCL/2017-18/157

Date: 28.08.2017

National Stock Exchange of India Ltd.,
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
BandraKurla Complex,
Bandra(E), Mumbai – 400051.

BSE Limited,
Market Operations Dept.
P.J. Towers,
Dalal Street,
Mumbai- 400001.

Sub: Declaration of Results of Postal Ballot/ E-voting.

Ref: Prakash Constrowell Limited, Scrip Code (NSE- PRAKASHCON& BSE- 533605).

Dear Sir/ Madam,

This is further to our letter dated 28.07.2017 with respect to Postal Ballot/ E-voting Notice dated 21.07.2017 sent to shareholders seeking their approval on the following matters:

1. Special Resolution – Shifting of Registered Office from Nashik to Mumbai
2. Special Resolution- To make loans or Investments or give guarantees up to Rs. 5322500000/-
3. Special Resolution – To consider and approve Loan from Director
4. Special Resolution – To consider and approve further issue of shares through Rights Issue

Based on report submitted by the Scrutinizer Mr. D. M. Zaveri , propriter of D. M. Zaveri & Co., Company Secretaries, Mumbai, the company declared that the special resolutions proposed in the said {Postal Ballot/ E-voting Notice have been passed with requisite majority. The details of voting results in format specified by Regulation 44 of SEBI (LODR), 2015 along with Scrutinizer's Report is enclosed.

Kindly take the same on records.

Thanking you.

For Prakash Constrowell Ltd.

Praveen Purohit

Chief Financial Officer

Place: Nasik

Date of declaration of results:

Date of the AGH/EGM	28th August, 2017
Total Number of Shareholders on record date i.e.	11425
No. of shareholders present in the meeting either in person or through proxy:	NA
Promoter and Promoter Group:	
Public:	
No. of shareholders attended the the meeting through Video Conferencing:	NA
Promoter and Promoter Group:	
Public:	

Resolution 1: Shifting of Registered office of the company (Special Resolution)

Resolution required: Ordinary/Special

Whether promoter/promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	Total no. of shares held (1)	No. of Valid Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	34,458,803	34,458,803	100.0000	34,458,803	-	100.0000	-
	Poll/Postal ballot		-	-	-	-	-	-
	Total		34,458,803	100.0000	34,458,803	-	100.0000	-
Public – Institutional holders	E-Voting	-	-	-	-	-	-	-
	Poll/Postal ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutional	E-Voting	91,219,457	3,905,206	4.2811	3,394,851	510,355	86.9314	13.0686
	Poll/Postal ballot		-	-	-	-	-	-
	Total		3,905,206	4.2811	3,394,851	510,355	86.9314	13.0686
Total	E-voting	125,678,260	38,364,009	30.5256	37,853,654	510,355	98.6697	1.3303
	Poll/Postal ballot		-	-	-	-	#DIV/0!	#DIV/0!
	Total		38,364,009	30.5256	37,853,654	510,355	98.6697	1.3303

Resolution 2: To make loans or investments and to give guarantee or to provide security in connection with the loan made under Section 186 of the Companies Act, 2013. (Special Resolution)

Resolution required: Ordinary/Special

Whether promoter/promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	Total no. of shares held (1)	No. of Valid Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	34,458,803	34,458,803	100.0000	34,458,803	-	100.0000	-
	Poll/Postal ballot		-	-	-	-	-	-
	Total		34,458,803	100.0000	34,458,803	-	100.0000	-
Public – Institutional holders	E-Voting	-	-	-	-	-	-	-
	Poll/Postal ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutional	E-Voting	91,219,457	3,905,206	4.2811	3,720,416	184,790	95.2681	4.7319
	Poll/Postal ballot		-	-	-	-	-	-
	Total		3,905,206	4.2811	3,720,416	184,790	95.2681	4.7319
Total	E-voting	125,678,260	38,364,009	30.5256	38,179,219	184,790	99.5183	0.4817
	Poll/Postal ballot		-	-	-	-	-	-
	Total		38,364,009	30.5256	38,179,219	184,790	99.5183	0.4817

Resolution 3: To consider and approve loan from Director (Special Resolution)

Resolution required: Ordinary/Special

Whether promoter/promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	Total no. of shares held (1)	No. of Valid Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	34,458,803	34,458,803	100.0000	34,458,803	-	100.0000	-
	Poll/Postal ballot		-	-	-	-	-	-
	Total		34,458,803	100.0000	34,458,803	-	100.0000	-
Public – Institutional holders	E-Voting	-	-	-	-	-	-	-
	Poll/Postal ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutional	E-Voting	91,219,457	3,905,206	4.2811	3,223,416	681,790	82.5415	17.4585
	Poll/Postal ballot		-	-	-	-	-	-
	Total		3,905,206	4.2811	3,223,416	681,790	82.5415	17.4585
Total	E-voting	125,678,260	38,364,009	30.5256	37,682,219	681,790	98.2228	1.7772
	Poll/Postal ballot		-	-	-	-	-	-
	Total		38,364,009	30.5256	37,682,219	681,790	98.2228	1.7772

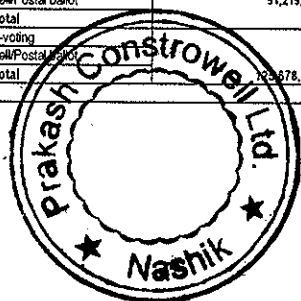
Resolution 4: To consider and approve further issue of shares through rights issue. (Special Resolution)

Resolution required: Ordinary/Special

Whether promoter/promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	Total no. of shares held (1)	No. of Valid Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	34,458,803	34,458,803	100.0000	34,458,803	-	100.0000	-
	Poll/Postal ballot		-	-	-	-	-	-
	Total		34,458,803	100.0000	34,458,803	-	100.0000	-
Public – Institutional holders	E-Voting	-	-	-	-	-	-	-
	Poll/Postal ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutional	E-Voting	91,219,457	3,905,206	4.2811	3,890,356	14,850	99.6197	0.3803
	Poll/Postal ballot		-	-	-	-	-	-
	Total		3,905,206	4.2811	3,890,356	14,850	99.6197	0.3803
Total	E-voting	125,678,260	38,364,009	30.5256	38,349,159	14,850	99.9613	0.0387
	Poll/Postal ballot		-	-	-	-	-	-
	Total		38,364,009	30.5256	38,349,159	14,850	99.9613	0.0387



D. M. ZAVERI & Co.

Company Secretaries

BS Dharmesh Zaveri
B.Com., F.C.S.

Office No.145, 1st Floor, Kesar Residency, Charkop Sector 3, Kandivaii (W), Mumbai - 400 067
Email: dmz@dmzaveri.com Tel.: 022-28679660 Mobile: 98203 20503 Website: www.dmzaveri.com

SCRUTINIZER REPORT ON POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
Prakash Constrowell Limited
The Exchange, Near Ved Mandir,
Tidke Colony, Trimbak Road,
Nashik - 422002.

Sub: Report on passing of resolutions through Postal Ballot Process

Dear Sir,

I, Dharmesh Zaveri, proprietor of D. M. ZAVERI & Co., Company Secretaries, Mumbai, was appointed as Scrutinizer in the Board Meeting held on 29th June, 2017 for the purpose of scrutinizing the physical postal ballot papers received by post and e-voting done through platform provided by Central Depository Services (India) Limited ("CDSL") in a fair and transparent manner and ascertaining the requisite majority as per the provisions of Section 110 of the Companies Act 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for time being in force as amended from time to time) by the Board of Directors of the Company on the resolutions contained in the Notice dated 21st July, 2017 of the Company.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed thereunder relating to e-voting and voting done through postal ballot received on the resolutions contained in the Notice dated 21st July, 2017 of the Company. My responsibility as a scrutinizer for the e-voting and for the postal ballot voting is restricted to make a Scrutinizer report of the Votes Cast "in favour" or "against" the resolutions as stated below, based on the report generated from the e-voting system provided by CDSL, the authorised agency engaged by the Company to provide e-voting facilities and the report generated electronically for voting done by postal ballots.

I submit my report as under;



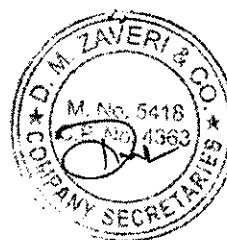
D. M. ZAVERI & Co.

Company Secretaries

SS Dharmesh Zaveri
B.Com., F.C.S.

Office No.145, 1st Floor, Kesar Residency, Charkop Sector 3, Kandivali (W), Mumbai - 400 067
Email: dmz@dmzaveri.com Tel.: 022-28679660 Mobile: 98203 20503 Website: www.dmzaveri.com

- 1.1. The Company has completed the dispatch/ e-mailing of Notice of Postal Ballot along with the Postal Ballot Forms and self-addressed pre-paid business reply envelopes through courier on 27th July, 2017 to the members of the Company, whose names appeared on the register of Members/ List of beneficiaries and by emails to those members whose email ID are registered either with depositories or with the Company as on 21st July, 2017.
- 1.2. As prescribed in the said Rules, the Company has also published an advertisement on 28th July, 2017 and it carried the required information as specified in the said rules.
- 1.3. As mentioned in the Postal ballot notice all postal ballot forms received upto the closure of working hours i.e. 5.00 p.m. on Saturday, 26th August, 2017 being the last date and time fixed by the Company for receipt of the forms were considered and the e-voting module was disabled by CDSL for voting thereafter.
- 1.4. The particulars of all Postal ballot forms received from the members have been entered into register maintained for the same.
- 1.5. All postal ballot forms received upto close of working hours i.e. 5.00 P.M. on Saturday, 26th August, 2017 were duly opened in my presence and the same were scrutinized and processed with the computer statement containing the shareholders name, Folio Number/ Client ID No. / DP ID, Postal Ballot No, No of Shares held, No of votes polled, assented, dissented and rejected if any, were generated. The shareholding and the signature of shareholders who have exercised their vote through postal ballot were verified with the records maintained by the Registrar & Share Transfer Agent namely Big Share Services Pvt Ltd.
- 1.6. Envelopes containing postal ballot forms received after close of working hours i.e. 5.00 P.M. on Saturday, 26th August, 2017 were not considered.
- 1.7. Envelopes containing postal ballot forms which were returned undelivered were not opened.
- 1.8. I have not found ballot forms which were considered invalid due to either signature mismatch or no signature.



D. M. ZAVERI & Co.

Company Secretaries

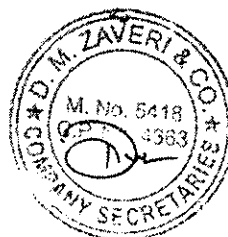
DS Dharmesh Zaveri
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1.9. I have also received a complete record of votes cast by electronic mode from CDSL, the agency for providing and supervising electronic platform on Saturday, 26th August, 2017 at 5.45 p.m. and which was closed by CDSL on Saturday, 26th August, 2017 at 5.00 p.m.

1.10. The details containing *inter alia*, list of Equity shareholders, who voted "FOR"/ "AGAINST" each of the resolutions that put to vote, were generated from the physical ballot forms received by post and from report generated from e-voting platform provided by CDSL is as under:

Mode of voting	Total valid votes	Votes in favour of Resolution			Votes against the Resolution			Invalid Votes	
		No of ballot / e-voting entry	Nos	% to total valid votes	No of ballot / e-voting entry	Nos	% to total valid votes	No of ballot / e-voting entry	Nos
Item No 1: Shifting of Registered Office of the Company (Special Resolution)									
E-voting	38364009	46	37853654	98.66970	4	510355	1.3303	0.0000	0
Postal Ballot	0	0	0	0	0	0	0	0.0000	0
Total	38364009	46	37853654	98.6697	4	510355	1.3303	0.0000	0
Item No 2: To make loans or investments and to give guarantees or to provide security in connection with a loan made under Section 186 of the Companies Act, 2013 (Special Resolution)									
E-voting	38364009	44	38179219	99.5183	6	184790	0.4817	0.0000	0
Postal Ballot	0	0	0	0	0	0	0	0.0000	0
Total	38364009	44	38179219	99.5183	6	184790	0.4817	0.0000	0
Item No 3: To consider and approve loan from Director (Special Resolution)									
E-voting	38364009	43	37682219	98.2228	7	681790	1.7772	0.0000	0
Postal Ballot	0	0	0	0	0	0	0	0.0000	0
Total	38364009	43	37682219	98.2228	7	681790	1.7772	0.0000	0
Item No 4: To consider and approve further issue of shares through Rights issue. (Special Resolution)									
E-voting	38364009	45	38349159	99.9613	5	14850	0.0387	0.0000	0
Postal Ballot	0	0	0	0	0	0	0	0.0000	0
Total	38364009	45	38349159	99.9613	5	14850	0.0387	0.0000	0



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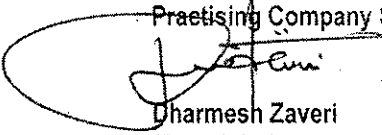
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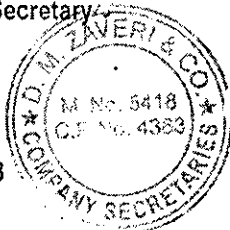
The special resolutions passed by requisite majority are as under;

Reference to provisions of Companies Act, 2013	Type and description of ordinary/ special resolutions
Special Resolution pursuant to Section 12 and other applicable provisions of Companies Act, 2013.	Shifting of Registered Office of the Company
Special Resolution pursuant to Section 186 and other applicable provisions of Companies Act, 2013.	To make loans or investments and to give guarantees or to provide security in connection with a loan made under Section 186 of the Companies Act, 2013.
Special Resolution pursuant to Section 62(3) and other applicable provisions of Companies Act, 2013.	To consider and approve loan from Director
Special Resolution pursuant to Section 62 and other applicable provisions of Companies Act, 2013.	To consider and approve further issue of shares through Rights issue

- 1.11. The Register, all other papers and relevant record relating to postal ballot shall remain in our safe custody until the Chairperson considers, approves and signs the Minutes and thereafter the same will be handed over to the Company.
- 1.12. The above mentioned resolutions are deemed to be passed by requisite majority as on the last date of receipt of postal ballot/ closing of e-voting i.e. 26th August, 2017.
- 1.13. You may accordingly declare the results of voting by postal ballot.

For D. M. Zaveri & Co
Practising Company Secretary


Dharmesh Zaveri
(Proprietor)
Membership No.: 5418
C.P. No.: 4363
Place: Mumbai
Date: 28th August, 2017




Accepted by Chairman/ Director of
Prakash Constrowell Limited